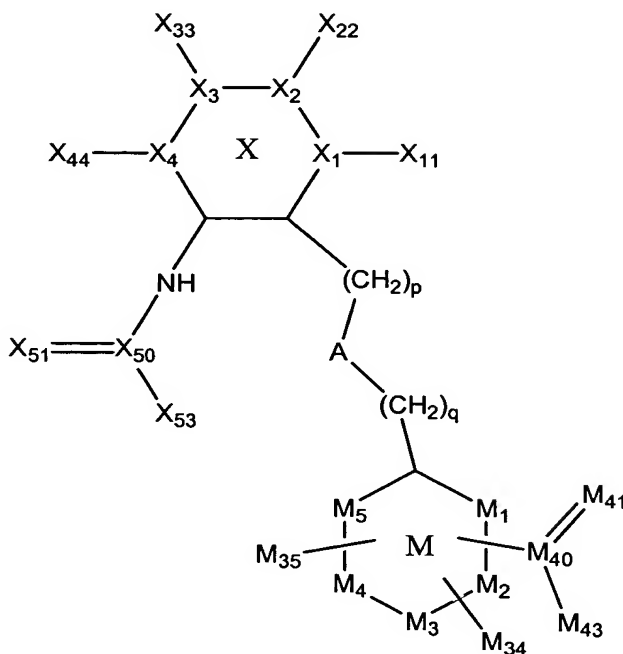


What is claimed is:

1. A compound corresponding to Formula I and the isomers, tautomers, salts and prodrugs thereof:



5

(I)

wherein:

the X ring and the M ring are independently aromatic rings;

A is oxygen, sulfur, sulfoxide, sulfone, -NHC(=A₂)- or -C(=A₂)NH-;

10

A₂ is oxygen or sulfur;

M₁, M₂, M₃, M₄, and M₅ are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of M₁, M₂, M₃, M₄, and M₅ is a bond;

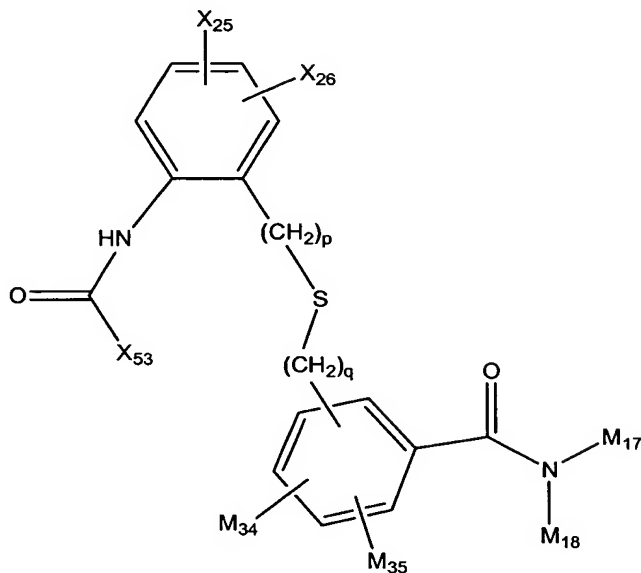
15

M₃₄ and M₃₅ are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M₃₄ and M₃₅ are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

- 20 M₄₀ is carbon, sulfur or sulfoxide;
 M₄₁ is oxygen, sulfur, or NM₄₂;
 M₄₂ is hydrogen, hydrocarbyl, or substituted hydrocarbyl; and
 M₄₃ is hydrogen, hydrocarbyl, substituted hydrocarbyl, hydrocarbyloxy,
substituted hydrocarbyloxy, amino, hydrocarbylthio, or substituted
hydrocarbylthio;
- 25 p and q are independently 0,1, or 2;
 X₁, X₂, X₃, and X₄ are independently a bond, carbon, nitrogen, oxygen or
sulfur, provided, however, no more than one of X₁, X₂, X₃, and X₄ is a bond;
 X₁₁, X₂₂, X₃₃, and X₄₄, are independently an electron pair, hydrogen,
hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted
30 hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or
acyl; provided, however, X₁₁, X₂₂, X₃₃, or X₄₄ is not present when X₁, X₂, X₃ or X₄,
respectively, is a bond;
- X₅₀ is carbon, sulfur or sulfoxide,
 X₅₁ is oxygen, sulfur, or NX₅₂,
35 X₅₂ is hydrogen, hydrocarbyl, or substituted hydrocarbyl; and
 X₅₃ is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or
amino.

2. The compound of claim 1 wherein the sum of p and q is 1.
3. The compound of claim 1 wherein X₅₀ is carbon and X₅₁ is oxygen.
4. The compound of claim 1 wherein X₅₃ is heterocyclo, optionally substituted alkyl, or optionally substituted phenyl.
5. The compound of claim 1 wherein X₁₁, X₂₂, X₃₃, and X₄₄ are hydrogen.
6. The compound of claim 2 wherein each of X₁ - X₄ and M₁ - M₅ is carbon.

7. A compound corresponding to Formula IV and the isomers, tautomers, salts and prodrugs thereof:



5

(IV)

wherein:

M_{17} is hydrogen, hydrocarbyl, substituted hydrocarbyl, hydrocarbyloxy, heterocyclo, amino, or acyl;

10 M_{18} is hydrocarbyl, substituted hydrocarbyl, or heterocyclo;

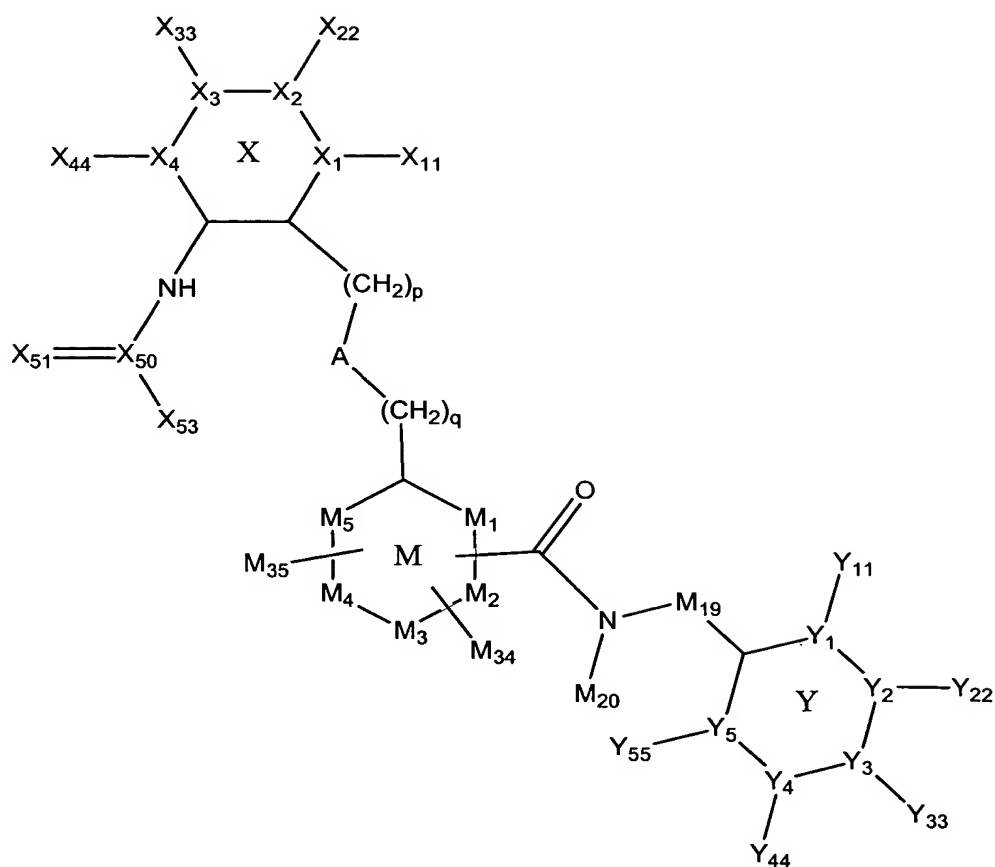
M_{34} and M_{35} are independently hydrogen, hydrocarbyl, substituted hydrocarbyl, amino, alkoxy, halogen, or nitro;

p and q are independently 0, 1, or 2;

15 X_{25} and X_{26} are independently hydrogen, optionally substituted alkyl, nitro or halo, and

X_{53} is hydrocarbyl, substituted hydrocarbyl or heterocyclo.

8. A compound corresponding to Formula V and the isomers, tautomers, salts and prodrugs thereof:



5 (V)

wherein:

the X ring, the M ring and the Y ring are independently aromatic;

A is oxygen, sulfur, sulfoxide, sulfone, -NHC(=A₂)- or -C(=A₂)NH-;

A₂ is oxygen or sulfur;

10 M₁, M₂, M₃, M₄, and M₅ are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of M₁, M₂, M₃, M₄, and M₅ is a bond;

M₁₉ is a bond, hydrocarbyl or substituted hydrocarbyl;

M₂₀ is hydrogen, hydrocarbyl, substituted hydrocarbyl, or heterocyclo;

15 M₃₄ and M₃₅ are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M₃₄ and M₃₅ are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

20 p and q are independently 0, 1, or 2;

X₁, X₂, X₃, and X₄ are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of X₁, X₂, X₃, and X₄ is a bond;

25 X₁₁, X₂₂, X₃₃, and X₄₄, are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl; provided, however, X₁₁, X₂₂, X₃₃, or X₄₄ is not present when X₁, X₂, X₃ or X₄, respectively, is a bond;

X₅₀ is carbon, sulfur or sulfoxide;

X₅₁ is oxygen, sulfur, or NX₅₂;

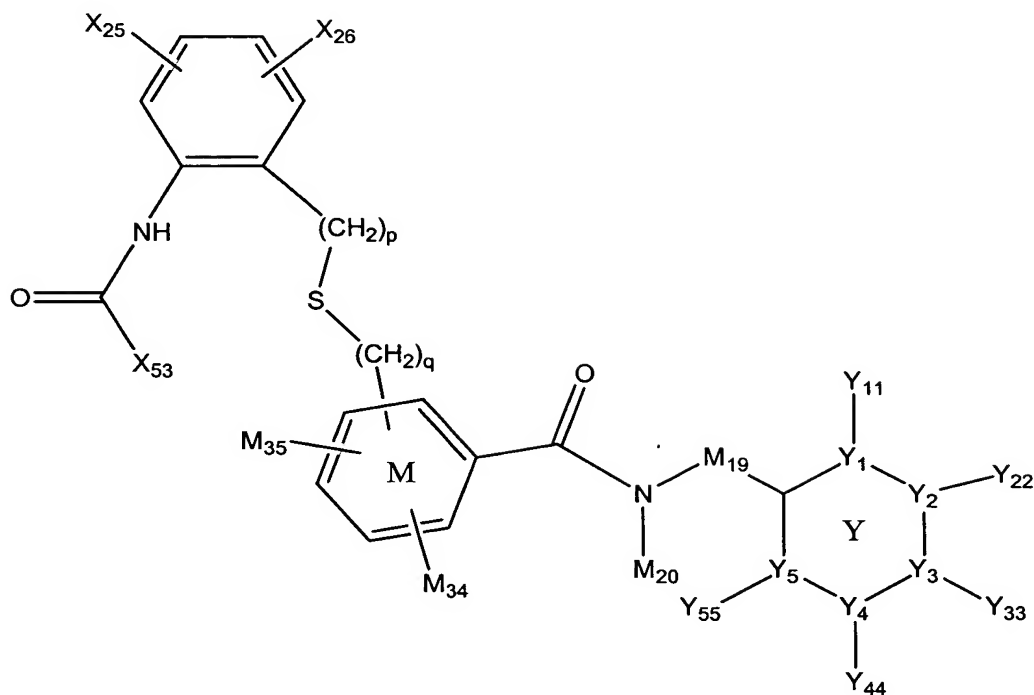
30 X₅₂ is hydrogen, hydrocarbyl, or substituted hydrocarbyl;

X₅₃ is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino;

35 Y₁, Y₂, Y₃, Y₄, and Y₅ are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of Y₁, Y₂, Y₃, Y₄ and Y₅ is a bond; and

40 Y₁₁, Y₂₂, Y₃₃, Y₄₄, and Y₅₅ are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or one of Y₁₁ and Y₂₂, Y₂₂ and Y₃₃ or Y₃₃ and Y₄₄ and Y₄₄ and Y₅₅ and the atoms to which they are attached form a fused ring; provided, however, Y₁₁, Y₂₂, Y₃₃, Y₄₄ or Y₅₅ is not present when Y₁, Y₂, Y₃ Y₄, or Y₅, respectively, is a bond.

9. A compound corresponding to Formula VI and the isomers, tautomers, salts and prodrugs thereof:



(VI)

5 wherein:

M_{19} is a bond, hydrocarbyl or substituted hydrocarbyl;

M_{20} is hydrogen, hydrocarbyl, substituted hydrocarbyl, or heterocyclo;

M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35} are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

the sum of p and q is 1;

X_{25} and X_{26} are independently hydrogen, optionally substituted alkyl, nitro or halo;

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino;

Y_1 , Y_2 , Y_3 , Y_4 , and Y_5 are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of Y_1 , Y_2 , Y_3 , Y_4 and Y_5 is a bond; and

Y_{11} , Y_{22} , Y_{33} , Y_{44} , and Y_{55} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted

hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or one of Y_{11} and Y_{22} , Y_{22} and Y_{33} or Y_{33} and Y_{44} and Y_{44} and Y_{55} and the
25 atoms to which they are attached form a fused ring; provided, however, Y_{11} , Y_{22} , Y_{33} , Y_{44} or Y_{55} is not present when Y_1 , Y_2 , Y_3 , Y_4 , or Y_5 , respectively, is a bond.

10. The compound of claim 9 wherein M_{19} is methylene.

11. The compound of claim 9 wherein M_{20} is hydrogen.

12. The compound of claim 9 wherein X_{53} is heterocyclo, optionally substituted alkyl, or optionally substituted phenyl.

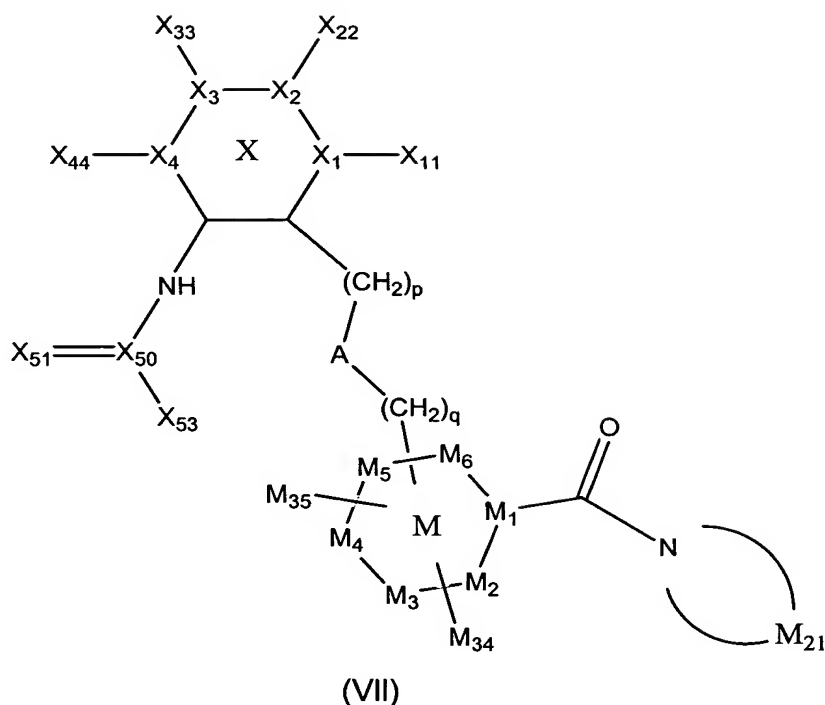
13. The compound of claim 9 wherein M_{19} is methylene; at least one of M_{20} , M_{34} and M_{35} is alkoxy, nitro, or halo; one of X_{25} , X_{26} , is hydrogen and the other is an optionally substituted alkyl, nitro, or halo; and $Y_1 - Y_5$ are carbon.

14. The compound of claim 9 wherein M_{19} is methylene; X_{25} , X_{26} , M_{20} , M_{34} and M_{35} are hydrogen; and $Y_1 - Y_5$ are carbon.

15. The compound of claim 14 wherein any two of Y_{11} , Y_{33} , and Y_{55} are alkoxy.

16. The compound of claim 15 wherein the alkoxy is methoxy.

17. A compound corresponding to Formula VII and the isomers, tautomers, salts and prodrugs thereof:



5

wherein:

the X ring and the M ring are independently aromatic rings;

A is oxygen, sulfur, sulfoxide, sulfone, -NHC(=A₂)- or -C(=A₂)NH-;

A₂ is oxygen or sulfur;

10 M₁, M₂, M₃, M₄, M₅, and M₆, are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of M₁, M₂, M₃, M₄, M₅, and M₆, is a bond;

M₂₁ in combination with the nitrogen atom to which it is bonded form a heterocyclic ring;

15 M₃₄ and M₃₅ are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M₃₄ and M₃₅ are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

20 p and q are independently 0, 1, or 2;

X₁, X₂, X₃, and X₄ are independently a bond, carbon, nitrogen, oxygen or sulfur, provided, however, no more than one of X₁, X₂, X₃, and X₄ is a bond;

X₁₁, X₂₂, X₃₃, and X₄₄, are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted

25 hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl; provided, however, X_{11} , X_{22} , X_{33} , or X_{44} is not present when X_1 , X_2 , X_3 or X_4 , respectively, is a bond;

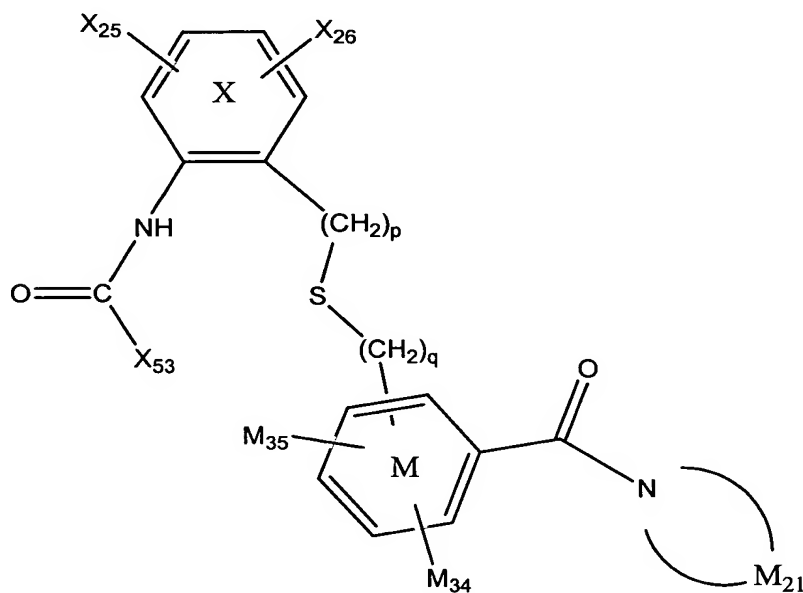
X_{50} is carbon, sulfur or sulfoxide;

X_{51} is oxygen, sulfur, or NX_{52} ;

30 X_{52} is hydrogen, hydrocarbyl, or substituted hydrocarbyl; and

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino.

18. A compound corresponding to Formula VIII and the isomers, tautomers, salts and prodrugs thereof:



(VIII)

wherein;

M_{21} in combination with the nitrogen atom to which it is bonded form a heterocyclic ring;

10 M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35}

are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

15 p and q are independently 0,1,or 2;

 X₂₅ and X₂₆ are independently hydrogen, optionally substituted alkyl, nitro or halo; and

 X₅₃ is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino.

20

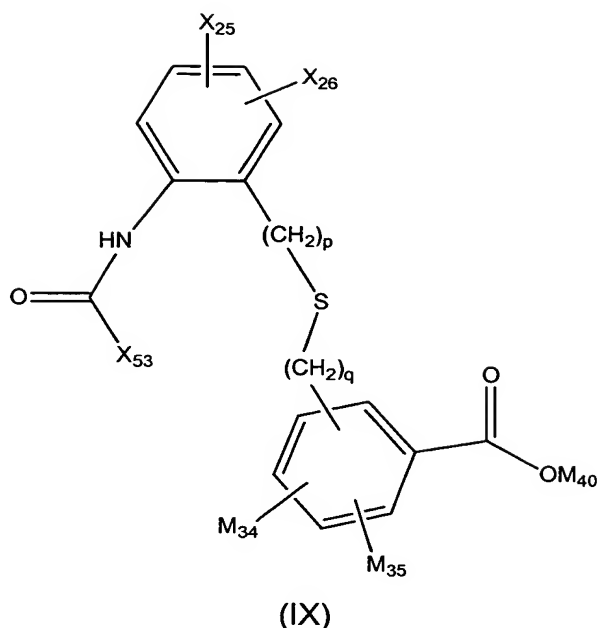
19. The compound of claim 18 wherein the sum of p and q is 1.

20. The compound of claim 18 wherein X₅₃ is heterocyclo, optionally substituted alkyl, or optionally substituted phenyl.

21. The compound of claim 18 wherein one of X₂₅ and X₂₆ is an optionally substituted alkyl, nitro or halo, and the other is hydrogen.

22. The compound of claim 18 wherein X₂₅, X₂₆, M₃₄ and M₃₅ are hydrogen.

23. A compound corresponding to Formula IX and the isomers, tautomers, salts and prodrugs thereof:



wherein;

10 M_{34} and M_{35} are independently an electron pair, hydrogen, hydrocarbyl, substituted hydrocarbyl, hydroxy, hydrocarbyloxy, substituted hydrocarbyloxy, mercapto, halo, heterocyclo, cyano, nitro, amino, acyloxy, or acyl, or M_{34} and M_{35} are bonded to adjacent carbon atoms and together with the atoms to which they are bonded form a fused ring system;

M_{40} is hydrocarbyl or substituted hydrocarbyl;

p and q are independently 0, 1, or 2;

15 X_{25} and X_{26} are independently hydrogen, optionally substituted alkyl, nitro or halo; and

X_{53} is hydrogen, hydrocarbyl, substituted hydrocarbyl, heterocyclo, or amino.

24. The compound of claim 23 wherein the sum of p and q is 1.

25. The compound of claim 23 wherein one of X_{25} and X_{26} is an optionally substituted alkyl, nitro or halo, and the other is hydrogen.

26. The compound of claim 23 wherein X_{25} , X_{26} , M_{34} and M_{35} are hydrogen; and M_{40} is methyl.

27. A compound selected from the group consisting of
methyl 3-[(2-[(3-chloro-2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]
benzoate;
methyl 3-[(2-[(thien-2-ylcarbonyl)amino]phenyl)thio)methyl]benzoate;
5 methyl 3-[(2-[(trichloroacetyl)amino]phenyl)thio)methyl]benzoate;
methyl 3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]benzoate;
3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-isopentyl
benzamide;
3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(4-methoxy
10 benzyl) benzamide;
2,2-dimethyl-N-[2-({3-[(4-methylpiperazin-1-yl)carbonyl]benzyl}thio)phenyl]
propanamide;
2,2-dimethyl-N-[2-({3-[(4-phenylpiperazin-1-yl)carbonyl]benzyl}thio)phenyl]
propanamide;
15 2,2-dimethyl-N-(2-({3-(piperidin-1-ylcarbonyl)benzyl}thio)phenyl)
propanamide;
N-(1,3-benzodioxol-5-ylmethyl)-3-[(2-[(2,2-dimethylpropanoyl)amino]
phenyl)thio)methyl]benzamide;
3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-phenyl
20 benzamide;
N-benzyl-3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]
benzamide;
N-[2-({3-[(4-benzylpiperidin-1-yl)carbonyl]benzyl}thio)phenyl]-2,2-
dimethylpropanamide;
25 N-butyl-3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]
benzamide;
N-cyclohexyl-3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]
benzamide;
3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(3-fluoro
30 benzyl)benzamide;
N-(2,6-dimethoxybenzyl)-3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)
thio) methyl]benzamide;

3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(2-furylmethyl) benzamide;

35 methyl N-{3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl] benzoyl}glycinate;

methyl N-{3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl] benzoyl}serinate;

40 3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(tetrahydro furan-2-ylmethyl)benzamide;

N-(2,3-dimethoxybenzyl)-3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl) thio)methyl]benzamide;

3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(2-ethoxy benzyl)benzamide;

45 3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(4-fluoro benzyl)benzamide;

3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(2-methoxy benzyl)benzamide;

50 3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(3-methoxy benzyl)benzamide;

3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-[4-(trifluoro methoxy)benzyl]benzamide;

3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl)thio)methyl]-N-(3,4,5- trimethoxybenzyl)benzamide;

55 N-(3,4-dimethoxybenzyl)-3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl) thio)methyl]benzamide;

N-(2,4-dimethoxybenzyl)-3-[(2-[(2,2-dimethylpropanoyl)amino]phenyl) thio)methyl]benzamide ;

60 N-{2-[(3-[(2,4-dimethoxybenzyl)amino]carbonyl)benzyl)thio]phenyl} pyridine-2-carboxamide;

N-{2-[(3-[(2,6-dimethoxybenzyl)amino]carbonyl)benzyl)thio]phenyl} pyridine-2-carboxamide;

2-[(2-[(3-[(2,4-dimethoxybenzyl)amino]carbonyl)benzyl)thio]phenyl} amino)-2-oxoethylacetate;

- 65 3-[(2-[(3-[(2,4-dimethoxybenzyl)amino]carbonyl)benzyl]thiophenyl)
amino]carbonyl]-2-methylphenyl acetate ;
2-[(2-[(3-[(2,4-dimethoxybenzyl)amino]carbonyl)benzyl]thio]phenyl)amino)
-1-methyl-2-oxoethyl acetate;
2-[(2-[(3-[(2,4-dimethoxybenzyl)amino]carbonyl)benzyl]thio]phenyl
70 amino)-2-oxo-1-phenylethyl acetate;
N-{2-[(3-[(2,4-dimethoxybenzyl)amino]carbonyl)benzyl]thio]phenyl}-2-
methoxybenzamide;
N-{2-[(3-[(2,4-dimethoxybenzyl)amino]carbonyl)benzyl]thio]phenyl}
nicotinamide;
75 N-(2,4-dimethoxybenzyl)-3-[(2-[(N-(2-methoxyethyl)glycyl)amino]
phenyl]thio)methyl]benzamide ;
N-(2,4-dimethoxybenzyl)-3-[(2-[(piperidin-1-ylacetyl)amino]phenyl]thio)
methyl]benzamide;
N-(2,4-dimethoxybenzyl)-3-[(2-[(N-(tetrahydrofuran-2-ylmethyl)glycyl]
80 amino]phenyl]thio)methyl]benzamide;
N-(2,4-dimethoxybenzyl)-3-[(3-[(2,2-dimethylpropanoyl)amino]pyridin-2-
yl)thio)methyl] benzamide;
3-[(2-[(cyclopentylcarbonyl)amino]phenyl]thio)methyl]-N-(2,4-
dimethoxybenzyl)benzamide;
85 N-(2,4-dimethoxybenzyl)-3-[(2-[(1-phenylcyclopropyl)carbonyl]amino]
phenyl]thio)methyl] benzamide;
3-[(2-[(1-(4-chlorophenyl)cyclopentyl)carbonyl]amino)phenyl]thio}
methyl]-N-(2,4-dimethoxybenzyl)benzamide;
6-chloro-N-{2-[(3-[(2,4-dimethoxybenzyl)amino]carbonyl)benzylthio]
90 phenyl}nicotinamide;
6-chloro-N-{2-[(3-[(2,6-dimethoxybenzyl)amino]carbonyl)benzyl]
thio]phenyl}nicotinamide;
3-[(2-[(3-chloro-2,2-dimethylpropanoyl)amino]benzyl]thio)-N-(2,4-
dimethoxybenzyl)benzamide;
95 3-[(2-[(cyclopentylcarbonyl)amino]benzyl]thio)-N-(2,4-dimethoxy
benzyl)benzamide;
N-(2,4-dimethoxybenzyl)-3-[(2-[(2,2-dimethylpropanoyl)amino]

benzyl}thio)benzamide;

100 3-({2-[(3-chloro-2,2-dimethylpropanoyl)amino]benzyl}thio)-N-(2,6-dimethoxybenzyl)benzamide;

3-({2-[(cyclopentylcarbonyl)amino]benzyl}thio)-N-(2,6-dimethoxybenzyl)benzamide;

N-(2,6-dimethoxybenzyl)-3-({2-[(2,2-dimethylpropanoyl)amino]benzyl}thio)benzamide;

105 N-(2,6-dimethoxybenzyl)-3-({2-[(trichloroacetyl)amino]benzyl}thio)benzamide;

N-(2,6-dimethoxybenzyl)-3-({2-[(3,3-dimethylbutanoyl)amino]benzyl}thio)benzamide.

28. A process for the treatment or prevention of a condition in a mammal which is modulated by LXR, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound according to claim 1.

29. A process for the treatment or prevention of a condition in a mammal which is modulated by LXR, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound according to claim 9.

30. A process for the treatment or prevention of a condition in a mammal which is modulated by LXR, comprising administering to a mammal in need thereof a therapeutically effective dose of a compound according to claim 27.